

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ALLAN COHEN, ROBERT C. MORLINO, :
and JAMES A. WOODS, on behalf of :
themselves and all others similarly situated, :

Plaintiffs, :

v. :

C.A. No. 06-118 (KAJ)

PIONEER ELECTRONICS (USA) INC. :
and PIONEER CORP., :

Defendants. :

STIPULATION AND ORDER OF DISMISSAL

WHEREAS, on June 16, 2006, the Court entered an Order (D.I. 6) staying all proceedings in this action indefinitely pending the final approval of a nationwide class settlement by and among the parties to this action by the Superior Court of the State of California for the County of Los Angeles (the "California Court") in the case captioned Pioneer Elite PRO-x30 Cases, Case No. JCCP No. 4390;

WHEREAS, on July 31, 2006, the California Court entered a Final Judgment Granting Final Approval Of Class Action Settlement And Dismissing Action In Its Entirety With Prejudice, approving the nationwide class settlement and dismissing Case No. JCCP No. 4390 in its entirety with prejudice (the "July 31 Order");

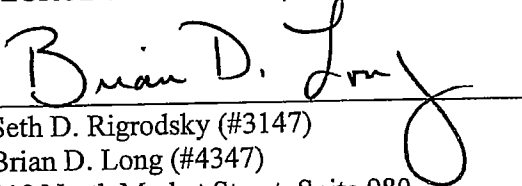
WHEREAS, the deadline to file an appeal from the July 31 Order was October 12, 2006, and such appeal deadline has passed with no appeal having been filed;

WHEREAS, the parties to this action agree that the settlement approved by the July 31 Order resolves any and all claims that form the basis of this action; and

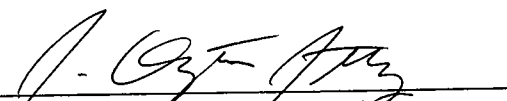
WHEREAS, paragraph 7(a) of the Settlement Agreement approved by the July 31 Order provides that this action should be dismissed in its entirety with prejudice;

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that this action shall be and hereby is dismissed in its entirety with prejudice and that each party shall bear his or its own costs except to the extent expressly provided by the July 31 Order.

RIGRODSKY & LONG, P.A.


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Dated: October 17, 2006

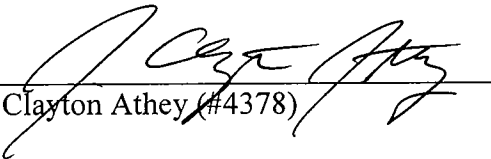
SO ORDERED this ____ day of _____, 2006.

U.S.D.J

CERTIFICATE OF SERVICE

I, J. Clayton Athey, hereby certify that on this 17th day of October, 2006, I electronically filed the foregoing STIPULATION AND ORDER OF DISMISSAL with the Clerk of the Court using CM/ECF which caused the following parties to receive service:

Seth D. Rigrodsky, Esquire
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J. Clayton Athey (#4378)